

IN THE UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY

RUSSELL PARTCH, Derivatively on Behalf of)
Central European Distribution Corporation,)
Plaintiff,)
vs.)
WILLIAM V. CAREY, CHRISTOPHER)
BIEDERMANN, DAVID BAILEY, MAREK E.)
FORYSIAK, ROBERT P. KOCH, MARKUS)
SIEGER and WILLIAM S. SHANAHAN,)
Defendants,)
and)
CENTRAL EUROPEAN DISTRIBUTION,)
CORPORATION.)
Nominal Defendant)
)

**STIPULATION AND ORDER OF VOLUNTARY DISMISSAL
OF VERIFIED SHAREHOLDER DERIVATIVE COMPLAINT**

WHEREAS, on February 1, 2012, the Verified Shareholder Derivative Complaint (the "Complaint") in the above-captioned action was filed by Plaintiff Russell Partch derivatively on behalf of Central European Distribution Corporation ("CEDC") against defendants William V. Carey, Christopher Biedermann, David Bailey, Marek E. Forysiak, Robert P. Koch, Markus Sieger, and William S. Shanahan (the "Individual Defendants") and nominal defendant CEDC (the "Nominal Defendant");

WHEREAS, the Nominal Defendant has been served in this Action, while the Individual Defendants have not yet been served;

WHEREAS, on March 7, 2012, counsel for the Nominal Defendant filed an application for extension of time to respond to the Complaint to March 26, 2012, which was granted by the Court on the same date;

WHEREAS, on March 23, 2012, counsel for Plaintiff and the Nominal Defendant filed a stipulation to extend the time to respond to the Complaint to April 30, 2012, which was granted by the Court on March 26, 2012;

WHEREAS, on April 26, 2012, counsel for Plaintiff and the Nominal Defendant filed a stipulation to extend the time to respond to the Complaint to May 31, 2012, which was granted by the Court on April 27, 2012;

WHEREAS, Defendants have not filed or served an answer to the Complaint or a motion for summary judgment;

WHEREAS, Plaintiff seeks approval to voluntarily dismiss this shareholder derivative action without prejudice as to all Defendants pursuant to Fed. R. Civ. P. 41(a)(1)(A)(ii) and Fed. R. Civ. P. 23.1;

WHEREAS, the purposes of court approval and notice of dismissal of a derivative action pursuant to Fed. R. Civ. P. 23.1 are "to discourage the private settlement of a derivative claim under which a shareholder-plaintiff and his attorney personally profit to the exclusion of the corporation and the other shareholders" and "prevent[] any prejudice to the corporate claim that might result from a discontinuance of the suit," 7C Wright & Miller, Fed. Prac. & Proc. Civ. § 1839;

WHEREAS, Plaintiff and Defendants represent that neither Plaintiff nor his counsel has received or will receive any payment or other benefit in exchange for Plaintiff's voluntary dismissal of claims against Defendants; and

WHEREAS notice under Fed. R. Civ. P. 23.1 is within the Court's discretion and is not required here because Plaintiff's decision to voluntarily dismiss the Complaint is not the result of collusion, will not result in any profit to Plaintiff or his counsel, and will not prejudice the rights of other shareholders to pursue the same or similar claims on behalf of the Company.

NOW AND THEREFORE, the Parties respectfully request that the Court issue the instant Order dismissing this action without prejudice and without the need for notice to shareholders.

DATED: May 30, 2012

/s/ Paul B. Brickfield

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/s/ Kenneth J. Cesta

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AND

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Counsel for Nominal Defendant

IT IS SO ORDERED:

June 18, 2012

DATED: June 1, 2012